

Fill in this information to identify the case:

Debtor name **BCC Sandusky Permanent LLC**

United States Bankruptcy Court for the: **NORTHERN DIST OF OHIO**

Case number (if known) **17-30905**

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 8, 2017**

X /s/ George W. Fels

Signature of individual signing on behalf of debtor

George W. Fels

Printed name

Manager

Position or relationship to debtor

Fill in this information to identify the case:Debtor name **BCC Sandusky Permanent LLC**United States Bankruptcy Court for the: **NORTHERN DIST OF OHIO**Case number (if known) **17-30905**☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ 24,465,000.00
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ 194,441.88
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ 24,659,441.88

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ 23,790,119.79
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ 0.00
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ 97,555.86
4. Total liabilities Lines 2 + 3a + 3b	\$ 23,887,675.65

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Debtor name **BCC Sandusky Permanent LLC**

United States Bankruptcy Court for the: **NORTHERN DIST OF OHIO**

Case number (if known) **17-30905**

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Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. **Chase Bank**

Checking

6937

\$0.00

3.2. **Dollar Bank Account, Receiver**

Checking

1833

\$22,194.45

4. Other cash equivalents (Identify all)

5. Total of Part 1.

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$22,194.45

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1. **Security Deposits as listed on Attachment # 7**

\$36,013.16

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

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9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$36,013.16

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**

11a. 90 days old or less: **136,234.27** - **0.00** = **\$136,234.27**
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$136,234.27

Part 4: Investments

13. **Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. **Does the debtor own or lease any real property?**

- ☐ No. Go to Part 10.
☒ Yes Fill in the information below.

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55. **Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property

Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).

Nature and extent of debtor's interest in property

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

55.1. **712 Crossing, Perkins Township, Sandusky OH 45242 - Parcel No. 32-02006.004; 715 Crossing, Perkins Township, Sandusky OH 45242 - Parcel No. 32-03439.007; 5203 Milan, Perkins Township, Sandusky OH 45242 - Parcel No. 32-03439.003; and 5205 Milan, Perkins Township, Sandusky OH 45242 - Parcel No. 32-03439.002. Together known as Crossings of Sandusky. NOTE: \$24,465,000 at present occupancy of 92%; \$26,865,000 at 100% occupancy. Valuation Given per Appraisal of Marcus & Millichap, April 25, 2017. See Attachment # 1**

Fee Simple

\$0.00

Appraisal

\$24,465,000.00

56. **Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$24,465,000.00

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

☒ No
☐ Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

☒ No
☐ Yes

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

☒ No. Go to Part 11.
☐ Yes Fill in the information below.

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Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.

☒ Yes Fill in the information below.

Current value of
debtor's interest

71. **Notes receivable**
Description (include name of obligor)

72. **Tax refunds and unused net operating losses (NOLs)**
Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

Potential Claim against Timothy Baird for unauthorized loans from BCC Sandusky Permanent

Unknown

Nature of claim

Amount requested \$0.00

Potential claim against Matthew Daniels for advancements made on fee charged for sale of property.

Unknown

Nature of claim

Claim for unauthorized "loan"

Amount requested \$0.00

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor BCC Sandusky Permanent LLC
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Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$22,194.45</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$36,013.16</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$136,234.27</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$24,465,000.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$194,441.88</u>	+ 91b. <u>\$24,465,000.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$24,659,441.88</u>

Security Deposits

A&C Warehouse	19,645.83
Buffalo WW Ramb Co	6,484.00
Crane Mattress	5,958.33
Dollar Tree	0.00
French Nails	2,125.00
Great Clips	1,800.00
Home Depot	0.00
JoAnn	0.00
MC Sports Michigan	0.00
Maurices	0.00
Olive Garden	0.00
Panera	0.00
Petco Animal Supplies	0.00
Sally Beauty	0.00

Rent Roll												
Property: sandusky From Date: 03/01/2017 By Property												
Property	Unit(s)	Lease	Lease Type	Area	Lease From	Lease To	Term	Monthly Rent	Monthly Rent	Annual Rent	Annual Rent	Annual Rec.
								Per Area	Per Area	Per Area	Per Area	Per Area
sandusky - BCC Sandusky Permanent, LLC												
Current Leases												
sandusky	100	Home Depot USA, Inc.	Retail Gross	94,871.00	2/1/2004	1/31/2024	240.00	38,333.33	0.40	460,000.00	4.85	0.00
sandusky	1000	ABC Appliance, Inc.	Retail Net	20,500.00	7/6/2006	7/31/2021	181.00	21,883.75	1.07	262,605.00	12.81	2.87
sandusky	1100	Petco Animal Supplies Stores, Inc.	Retail Net	15,000.00	5/10/2006	7/31/2024	219.00	17,187.50	1.15	206,250.00	13.75	1.19
sandusky	1300	French Nails & Spa, LLC	Retail Net	1,500.00	6/1/2006	12/31/2017	139.00	2,312.50	1.54	27,750.00	18.50	4.01
sandusky	1400	Zamp Enterprises, Inc.	Retail Net	1,200.00	6/1/2006	5/31/2021	180.00	1,710.00	1.42	20,520.00	17.10	4.38
sandusky	1500	Ramb Co. Sandusky, LLC	Retail Net	4,800.00	4/1/2007	3/31/2022	180.00	7,184.00	1.50	86,208.00	17.96	4.23
sandusky	1700	Panera, LLC Store #0970	Retail Net	4,843.00	9/7/2005	12/31/2025	244.00	9,686.00	2.00	116,232.00	24.00	6.51
sandusky	300	Dollar Tree Stores, Inc. #775	Retail Net	10,000.00	7/25/2006	1/31/2027	247.00	8,541.67	0.85	102,500.00	10.25	2.18
sandusky	400	Jo-Ann Stores, LLC	Retail Net	16,000.00	3/1/2015	2/28/2025	120.00	11,666.67	0.73	140,000.04	8.75	1.75
sandusky	700	Sally Beauty Supply LLC	Retail Net	2,000.00	8/1/2006	7/31/2021	180.00	3,025.00	1.51	36,300.00	18.15	3.30
sandusky	800	Tolfin Corporation	Retail Net	6,500.00	7/7/2014	9/30/2019	63.00	2,275.00	0.35	27,300.00	4.20	3.00
sandusky	900	Maurices Incorporated	Retail Net	4,575.00	7/21/2006	1/31/2020	163.00	5,242.18	1.15	62,906.16	13.75	3.21
sandusky	OL1	GMRI, Inc.	Retail Net	0.00	3/20/2005	3/31/2020	181.00	7,186.67	0.00	86,240.00	0.00	0.00
sandusky	1200	VACANT		1,940.00			0.00	0.00	0.00	0.00	0.00	0.00
sandusky	600	VACANT		13,500.00			0.00	0.00	0.00	0.00	0.00	0.00
sandusky	NT02	VACANT		0.00			0.00	0.00	0.00	0.00	0.00	0.00
Total Current				197,229.00				136,234.27	0.69	1,634,811.20	8.29	1.18
	Total Units		Total Area	Percentage	Monthly Rent	Annual Rent						
Occupied	13.00		181,789.00	92.17	136,234.27	1,634,811.20						
Vacant	3.00		15,440.00	7.83	0.00	0.00						
Total	16.00		197,229.00		136,234.27	1,634,811.20						

Marcus & Millichap

5005 Rockside Road
Suite 1100
Cleveland, OH 44131
Tel: (216) 264-2000
Fax: (216) 264-2010
www.MarcusMillichap.com

April 25, 2017

Mr. Matt Daniels
Meridian Realty Capital, LLC
9380 Montgomery Road, Suite 202
Cincinnati, Ohio 45242

Dear Mr. Matt Daniels,

Please find enclosed our broker opinion value for Crossings at Sandusky in Sandusky, Ohio. We evaluated the asset using the income approach and priced the property under two different scenarios. The first scenario prices the property as-is, at the current occupancy of 92 percent. The second scenario prices the property based on projected net operating income at 100 percent occupancy. Both scenarios assign market capitalization rates to the inline shopping center space, freestanding Olive Garden, and freestanding Panera Bread, and then aggregate the individual asset prices to establish the total value. In our analysis, you will find that our valuation of Crossings at Sandusky as-is at 92 percent occupancy is \$24,465,000 and our pro forma valuation of the property at 100 percent occupancy is \$26,865,000.

Based out of Cleveland and Columbus, Ohio, the Patton|Wiles|Fuller Group of Marcus & Millichap is a top retail brokerage team in the Midwest, and a top 15 broker of retail shopping centers across all firms nationally. We have a vast track record of closing similar deals, having brokered more than a dozen shopping center transactions in excess of \$15 Million in value, including nine shopping center assets between \$15 million and \$35 million in value in Ohio over the past few years. Since 2015, the Patton|Wiles|Fuller Group has closed the sale of 163 properties, totaling \$642 million in sales dollars and 7.1 million square feet of space throughout 22 states. Please contact me at 216-264-2043 or at cfuller@ipausa.com with any questions or to discuss further.

Sincerely,

A handwritten signature in blue ink, appearing to read "Craig Fuller".

Craig Fuller
First Vice President Investments
Senior Director, Institutional Property Advisors
Senior Director, National Retail Group

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Debtor name **BCC Sandusky Permanent LLC**

United States Bankruptcy Court for the: **NORTHERN DIST OF OHIO**

Case number (if known) **17-30905**

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim	
2.1	Erie County Treasurer <small>Creditor's Name</small> 247 Columbus Ave Sandusky, OH 44870 <small>Creditor's mailing address</small> <small>Creditor's email address, if known</small> Date debt was incurred Last 4 digits of account number tTax Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. 1. Erie County Treasurer 2. The Bank of New York Trust Company	Describe debtor's property that is subject to a lien 712 Crossing, Perkins Township, Sandusky OH 45242 - Parcel No. 32-03439.003 Describe the lien Real Estate Taxes Due Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$10,787.28	\$24,465,000.00

2.2	The Bank of New York Trust Company <small>Creditor's Name</small> 400 S. Hope Street Los Angeles, CA 90071 <small>Creditor's mailing address</small> <small>Creditor's email address, if known</small>	Describe debtor's property that is subject to a lien 712 Crossing, Perkins Township, Sandusky OH 45242 - Parcel No. 32-02006.004; 715 Crossing, Perkins Township, Sandusky OH 45242 - Parcel No. 32-03439.007; 5203 Milan, Perkins Township, Sandusky OH 45242 - Parcel No. 32-03439.003; and 5205 Describe the lien Mortgage, UCC-1 and Assignment of Rents Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim?	\$23,779,332.51	\$24,465,000.00
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Debtor **BCC Sandusky Permanent LLC**
Name

Case number (if know) **17-30905**

Date debt was incurred

**03-22-2007; Claim amount
as of 10-06-2016**

Last 4 digits of account number

9677

Do multiple creditors have an
interest in the same property?

☐ No

☒ Yes. Specify each creditor,
including this creditor and its relative
priority.

Specified on line 2.1

☒ No

☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent

☒ Unliquidated

☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$23,790,119.
79**

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did
you enter the related creditor?

Last 4 digits of
account number for
this entity

**C-III Management
522 1 N. O'Connor Blvd. Suite 600
Irving, TX 75039**

Line **2.2**

**Erie County Auditor
247 Columbus Ave Rm 210
Sandusky, OH 44870-2635**

Line **2.1**

**Joseph C Krella, Esq
Fifth Third Center
1 South Main St Suite 1300
Dayton, OH 45402**

Line **2.2**

Fill in this information to identify the case:Debtor name **BCC Sandusky Permanent LLC**United States Bankruptcy Court for the: **NORTHERN DIST OF OHIO**Case number (if known) **17-30905**☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims****3. List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address Marshall & Melhorn, LLC Attn: Benjamin Heywood Four Seagate 8th Floor Toledo, OH 43604-6894 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>legal fees and expenses</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$51,155.86
3.2	Nonpriority creditor's name and mailing address Randal J Goodman Goodman Real Estate Services Grou 25333 Cedar Rd Suite 305 Cleveland, OH 44124 Date(s) debt was incurred <u>03-03-2015</u> Last 4 digits of account number <u>7805</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Broker Fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$46,400.00

Part 3: List Others to Be Notified About Unsecured Claims**4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2.** Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**5. Add the amounts of priority and nonpriority unsecured claims.****5a. Total claims from Part 1****5b. Total claims from Part 2****5c. Total of Parts 1 and 2**

Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ 0.00
5b. +	\$ 97,555.86
5c.	\$ 97,555.86

Fill in this information to identify the case:Debtor name **BCC Sandusky Permanent LLC**United States Bankruptcy Court for the: **NORTHERN DIST OF OHIO**Case number (if known) **17-30905**☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15****Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.****1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).*Property***2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining **Expires July 31, 2021**

List the contract number of any government contract _____

**ABC Appliance, Inc.
One Silverdome Industrial Park
Pontiac, MI 48343**

2.2. State what the contract or lease is for and the nature of the debtor's interest **Management Agreement for commercial real estate commenced 12-6-2013. Until Termination by Owner**

State the term remaining _____

List the contract number of any government contract _____

**American Capital Partners Mngmnt LL
9380 Montgomery Road, Suite 202
Cincinnati, OH 45242**

2.3. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining **March 21, 2020**

List the contract number of any government contract _____

**Darden
1000 Darden Center Drive
PO Box 695016
Orlando, FL 32869-5016**

2.4. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining **Expires January 31, 2027**

List the contract number of any government contract _____

**Dollar Tree Stores, Inc.
500 Wolvo Parkway
Chesapeake, VA 23320**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.5. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining

Expires December 31, 2017

List the contract number of any government contract

**French Nails & Spa, LLC
808 Crossings Rd
Sandusky, OH 44870**

2.6. State what the contract or lease is for and the nature of the debtor's interest **Commercial Lease - Olive Garden**

State the term remaining

Expires March 20, 2020

List the contract number of any government contract

**GMRI, Inc.
5900 Lake Ellenor Drive
Orlando, FL 32809**

2.7. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining

Expires 0131/2024

List the contract number of any government contract

**Home Depot
2455 Paces Ferry Road NW
Atlanta, GA 30339-4024**

2.8. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining

Expires February 28, 2025

List the contract number of any government contract

**Jo-Ann Stores, LLC
5555 Darrow Road
Hudson, OH 44236**

2.9. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining

Expires January 31, 2020

List the contract number of any government contract

**Maurices Incorporated
105 W Superior Street
Duluth, MN 55802**

2.10. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining

Expires December 31, 2025

List the contract number of any government contract

**Panera, LLC
Three Charles River Place
63 Kendrick Street
Needham Heights, MA 02494**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

government contract

2.11. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining **Expires July 31, 2024**

List the contract number of any government contract

**Petco Animal Supplies Stores, Inc.
654 Richland Hills Drive
San Antonio, TX 78245**

2.12. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease - Buffalo Wild Wings**

State the term remaining **Expires March 31, 2022**

List the contract number of any government contract

**RAMB CO. Sandusky, LLC
2095 Ravenna Street
Hudson, OH 44236**

2.13. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining **Expires July 31, 2021**

List the contract number of any government contract

**Sally Beauty Supply LLC
3001 Colorado Blvd
Denton, TX 76210**

2.14. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease**

State the term remaining **Expires September 30, 2019**

List the contract number of any government contract

**Tolfin Corporation
DBA Crane's Mattress Supersotre
1922 Tiffin Avenue
Findlay, OH 45840**

2.15. State what the contract or lease is for and the nature of the debtor's interest **Commercial Retail Lease Great Clips**

State the term remaining **Expires May 31, 2021**

List the contract number of any government contract

**Zamp Enterprises, Inc.
2208 Wellington Circle
Hudson, OH 44236**

Fill in this information to identify the case:Debtor name **BCC Sandusky Permanent LLC**United States Bankruptcy Court for the: **NORTHERN DIST OF OHIO**Case number (if known) **17-30905**☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor*

	Name	Mailing Address	Name	Check all schedules that apply:
2.1		Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2		Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3		Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4		Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:Debtor name **BCC Sandusky Permanent LLC**United States Bankruptcy Court for the: **NORTHERN DIST OF OHIO**Case number (if known) **17-30905**☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy****04/16**

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**From **1/01/2017** to **Filing Date****Sources of revenue**
Check all that apply☒ Operating a business☐ Other _____**Gross revenue**
(before deductions and exclusions)**\$406,848.35****For prior year:**From **1/01/2016** to **12/31/2016**☒ Operating a business☐ Other _____**\$1,702,779.70****For year before that:**From **1/01/2015** to **12/31/2015**☒ Operating a business☐ Other _____**\$2,041,133.00****2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer**
Check all that apply

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Pam Ferrell Erie County Treasurer 247 Columbus Avenue Sandusky, OH 44870	02-17-2017	\$78,863.35	<input checked="" type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Real Estate Taxes</u>
3.2. Jo-Ann Stores, LLC 5555 Darrow Rd Hudson, OH 44236	03-02-2017	\$309,534.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Tenant Improvements</u>

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. American Capital Partners Management LLC 9380 Montgomery Rd Suite 202 Cincinnati, OH 45242 Equity Holder	4-4-2016, 4-12-2016, 4-12-2016, 4-20-2016, 4-27-2016, 5-5-2016, 5-5-2016, 5-16-2016	\$168,217.80	Payment per agreement with Debtor

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	The Bank or New York Mellon Trust Company vs BCC Sandusky Permanent, LLC et al 16-CV-00393	Foreclosure and Motion for Appointment of Reciever	United States District Court Northern District of Ohio L. Ashley US Courthouse 1716 Spielbusch Avenue Toledo, OH 43604	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☐ None

Custodian's name and Address	Describe the property	Value
Nai Daus (Court appointed reciever) BPS Management INC. Ira Krumholz. CPM 2324 Chagrin Blvd, suite 250 Cleveland, OH 44122		Unknown
	Case title	Court name and address
	The Bank or New York Mellon Trust Compan	United Stated District Court
	Case number	Northern District of Ohio
	16-CV-00393	1716 Speilbusch
Date of order or assignment	Toledo, OH 43604-5363	
June 8, 2016		

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</p>		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
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	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Raymond L Beebe Co LPA 1107 Adams St Toledo, OH 43604		04/26/2016 and 06/9/2016	\$40,000.00
	Email or website address Raybblaw@buckeye-express.com			
	Who made the payment, if not debtor?			
11.2.	Marshall and Melhorn Four SeaGate 8th Floor Toledo, OH 43604-1599		03-15-2016	\$25,000.00
	Email or website address			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
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Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

- ☐ None

Financial Institution name and Address

Last 4 digits of account number

Type of account or instrument

Date account was closed, sold, moved, or transferred

Last balance before closing or transfer

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

- ☐ None

Depository institution name and address

Names of anyone with access to it
Address

Description of the contents

Do you still have it?

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

- ☐ None

Facility name and address

Names of anyone with access to it

Description of the contents

Do you still have it?

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

- ☐ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the

medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN. Dates business existed
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26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address	Date of service From-To
26a.1. George Fels 9380 Montgomery Road Suite 202 Cincinnati, OH 45242	12-2013 through 05-15-2016
26a.2. Jim Sigman 560 East Fourth Street Unit Q Cincinnati, OH 45202-3313	
26a.3. Donna Lunik Meridian Realty Capital LLC 9380 Montgomery Road Suite 202 Cincinnati, OH 45242	

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26b.1. George Fels 9830 Montgomery Rd Suite 202 Cincinnati, OH 45242	
26b.2. Jim Sigman James Sigman & Company 560 East Fourth Street Unit Q Cincinnati, OH 45202-3313	

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. George Fels 9830 Montgomery Rd Suite 202 Cincinnati, OH 45242	
26c.2. Donna Lunik 9380 Montgomery Road Suite 202 Cincinnati, OH 45242	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
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28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
George W. Fels	9050 Plainfield Rd Suite 3 Cincinnati, OH 45236	Manager, Court Appointee Exercising Managerial and Voting Authority associated with the Membership interests of Timothy S. Baird by appoint of the Hamilton County Court of Common Pleas under Order issued December 6, 2013 in Case No. A1201593	41.25

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	American Capital Partners Mgmnt 9380 Montgomery Rd Suite 202 Cincinnati, OH 45242	Commission Per Agreement \$ 297,000.00	08-21-2015	Management Agreement
	Relationship to debtor Member			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	--

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	--

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 8, 2017**

/s/ George W. Fels

Signature of individual signing on behalf of the debtor

George W. Fels

Printed name

Position or relationship to debtor **Manager**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes

United States Bankruptcy Court
Northern Dist of Ohio

In re **BCC Sandusky Permanent LLC**

Debtor(s)

Case No. **17-30905**Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>40,000.00</u>
Prior to the filing of this statement I have received	\$	<u>40,000.00</u>
Balance Due	\$	<u>0.00</u>

2. \$ **1,717.00** of the filing fee has been paid.
3. The source of the compensation paid to me was:
☐ Debtor ☒ Other (specify): **\$10,000.00 recieved from Debtor & \$30,000.00 recieved from LAD Holdings, Inc**
4. The source of compensation to be paid to me is:
☒ Debtor ☐ Other (specify):
5. ☐ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
☒ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached. **See Application for Retention of Counsel for full disclosure of Retention of Legal counsel and allocation of compenstaion**
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
 - [Other provisions as needed]
- Negotiations with secured creditors, assist in preparing a plan of reoranzation and/or other matters related to the rehabilitation of Debtor**
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

May 8, 2017

Date

/s/ Raymond L Beebe**Raymond L Beebe #0027096**

Signature of Attorney

Raymond L Beebe Co LPA**1107 Adams St****Toledo, OH 43604****(419) 244-8500 Fax: (419) 244-8538****Raybblaw@buckeye-express.com**

Name of law firm

**United States Bankruptcy Court
Northern Dist of Ohio**

In re **BCC Sandusky Permanent LLC**

Debtor(s)

Case No. **17-30905**

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
AM Capital Holding LLC 9380 Montgomery Road Suite 202 Cincinnati, OH 45242			Member - 3%
George W. Fels Court Appointee for Timothy S. Baird 9050 Plainfield Rd, Suite 3 Cincinnati, OH 45236			Member - 41.25%
LAD Holdings 9380 Montgomery Rd Suite 202 Cincinnati, OH 45242			Member - 41.25%
Mark Zelnik 500 Trillium Drive Galloway, OH 43119			Member - 5%
Nicole Chimento (Harris) 5097 Shattuc Ave Cincinnati, OH 45208			Member - 2.5 %
Sandy Bradshaw 483 Conestoga Drive Columbus, OH 43213			Member - 5%
Tina Heink Schmidt 3946 Mariah Dr. Eagle River, AK 99577			Member 1%
William Tippman 7533 Pinehurst Dr. Cincinnati, OH 45244			Member - 1%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Manager** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **May 8, 2017**

Signature **/s/ George W. Fels**
George W. Fels

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Northern Dist of Ohio**

In re **BCC Sandusky Permanent LLC**

Debtor(s)

Case No. **17-30905**

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **May 8, 2017**

/s/ George W. Fels

George W. Fels/Manager

Signer/Title